

RECORDATION NO. 22137-D FILED

JUN 22 04 1-51 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 22, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum to Amend the Filing of the Lease Assignment, Management and Escrow Agreement, dated as of April 6, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Assignment, Management and Escrow Agreement which was previously filed with the Board under Recordation Number 22137-A.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: CBI Leasing, Inc.
(successor to The Vaughn Group, Inc.)
9367 Allen Road
West Chester, Ohio 45069

A description of the railroad equipment covered by the enclosed document is:

1 boxcar deleted: BAEX 168.

A short summary of the document to appear in the index is:

Memorandum to Amend the Filing of the Lease Assignment, Management and Escrow Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM TO AMEND THE FILING OF THE LEASE ASSIGNMENT,
MANAGEMENT AND ESCROW AGREEMENT**

This Memorandum is to amend the filing of the Lease Assignment, Management and Escrow Agreement (the "Agreement") made and entered into as of March 24, 1999 by and between CBI Leasing, Inc., successor to The Vaughn Group, Inc. ("Assignee") and The Andersons, Inc., ("Assignor") as follows:

1. Assignee and Assignor entered into the Agreement, which was duly filed with the Surface Transportation Board on April 29, 1999 under Recordation Number 22137-A.
2. The Assignment is hereby amended to delete one (1) Plate C box car identified with marking number BAEX 168.

IN WITNESS WHEREOF, this Memorandum is duly executed this 6 day of April 2004.

CBI LEASING, INC.
successor to The Vaughn Group, Inc.

By: *Harvey E. Finney Jr.*

Name: Harvey E. Finney Jr.

Title: President

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SURFACE TRANSPORTATION BOARD

THE ANDERSONS, INC.

By: *Gary Smith*

Name: Gary Smith

Title: V.P., Finance & Treasurer

STATE OF OHIO)
) SS:
COUNTY OF BUTLER)

On this 6th day of April 2004, before me personally appeared Harry E. Kinley Jr., to me personally known, who being duly sworn, says that he is the President of CBI LEASING, INC., successor to The Vaughn Group, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Kathy J. Voegelé
Notary Public

KATHY J. VOEGELE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 08-16-05

STATE OF OHIO)
) SS:
COUNTY OF LUCAS)

On this 5th day of April 2004, before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he is the V.P., Finance & Treasurer of THE ANDERSONS, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Marjann R. Emch
Notary Public

MARJANN R. EMCH
Notary Public, State of Ohio
Commission Expires 1-19-2009